

Filing and License Fee: \$310.00 minimum

ID Number: 147686



FILED

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown

Corporations Division

100 North Main Street

Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APR 25 2005

By KML
m 64877

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
05 APR 25 AM 11:18

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is STEVEN MADDEN RETAIL, INC
2. It is incorporated under the laws of DELAWARE
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
 - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
4. The date of its incorporation is 12-18-95 and the period of its duration is PERPETUAL
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2711 CENTERVILLE ROAD, SUITE 400, WILMINGTON, DE 19808 COUNTY: NEW CASTLE
6. The address of its proposed registered office in Rhode Island is 222 JEFFERSON BLVD, SUITE 200
(Street Address, not P.O. Box)
WARWICK, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is CORPORATION SERVICE COMPANY
(Name of Agent)
7. The specific purpose or purposes, which it proposes to pursue in the transaction of business in Rhode Island are:
RETAIL - FOOTWEAR
8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director CEO	<u>JAMIESON KARSON</u>	<u>52-16 BARNETT AVE, LONG ISLAND CITY, NY 11104</u>
Director CFO	<u>ARVIND DHARIA</u>	<u>52-16 BARNETT AVE, LONG ISLAND CITY, NY 11104</u>
President		
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1000	COMMON		\$0.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1000	COMMON		\$0.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ **15,000,000**
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ **300,000**
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 2 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ **100,000,000**
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ **750,000**
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 4-20-05

STEVEN MADDEN RETAIL, INC

Print Exact Name of Corporation Making Application

By [Signature]

☒ President or ☐ Vice President (check one)
CEO

By [Signature] **AND** [Signature]

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF New York
COUNTY OF Queens

In New York, on this 22nd day of April, 2005, before me personally appeared Jamieson Karson who, being duly sworn, declared that he/she is the Chief Executive Officer of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

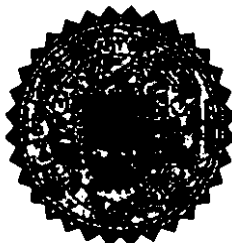
Notary Public
My Commission Expires April 20, 2006
[Signature]
JIM KU
Notary Public, State of New York
No. 01KU6005706
Qualified in Queens County
Commission Expires April 20, 20 06

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "STEVEN MADDEN RETAIL, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1995, AT 9 O'CLOCK A.M.



2576866 8100

050298572

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3808694

DATE: 04-13-05